

LANDCARE NSW INCORPORATED

THE CONSTITUTION OF LANDCARE NSW INCORPORATED HEREIN ARE IN ACCORDANCE WITH SCHEDULE 1 OF THE ASSOCIATIONS INCORPORATION ACT 2009, AND THE ASSOCIATIONS REGULATION 2016

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Part 1 - Preliminary

1. Definitions

(1) In this constitution:

Delegate means a committee member (including the Chief Executive Officer) who has been delegated one or more responsibilities of the Committee under this constitution.

Director-General means the Director-General of the Department of Services, Technology and Administration.

Honorary Life Member means a natural person who has been granted membership of the association for a period of ten years of time in accordance with the process set out in clause 6AB.

Member means a member of the association, and includes each of the membership categories set out in clause 5A(1), and any additional categories that the committee may create pursuant to clause 5A(5).

Nominated Representative means a natural person nominated by a member that is a Group Body to exercise all rights and benefits of membership (including voting rights) afforded to that Group Body.

Ordinary committee member means a member of the committee who is not an office-bearer of the association.

Group Body means a body or organisation as set out in clauses 5(1)(b) and (c) respectively, which is not a natural person.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the association, or
- (b) if no such person holds that office - the Public Officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting.

Special resolution means a resolution supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution, and which must comply with the requirements set out in section 39 of the Act.

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2016*.

The Council refers to the *State Council of the Association which is the body of endorsed representatives or co-opted members of the Association*

The Committee refers to the *committee of Management of the Association*

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

- (4) This constitution consists of this document and its schedules. Where there is any inconsistency between the body of this document and a schedule, the text of the body of this document prevails.
- (5) Where the Committee has published a policy under this constitution, where there is any inconsistency between such policy and this constitution, this constitution shall prevail.

Version for Approval

Part 2 – Objects of the Association

2. Name

The name of the association is Landcare NSW Incorporated (referred to in these rules as “the association.”)

3. Mission

To represent, promote and advocate on behalf of community-based Landcare and community driven sustainable natural resource management in NSW.

4. Objects

The objects of the Association are to pursue the charitable purpose of the protection and enhancement of the natural environment, including by:

- (i) Providing a forum for Landcarers across NSW to work collaboratively to improve the resources and support structures available to community-based natural resource management organisations and actions;
- (ii) Developing Landcare policies and programs which encourage and educate the community in sustainable natural resource management;
- (iii) Strengthening partnerships and networks to increase and support community involvement in sustainable natural resource management.
- (iv) Fostering Landcare projects across NSW which:
 - a. Increase the capacity of primary producers to introduce sustainable agricultural practices and practices conserving the natural environment;
 - b. Promote community action which protects and rehabilitates the native flora and fauna of NSW; and
 - c. Protect, enhance and rehabilitate the natural environment in both urban and rural areas;
- (v) Representing the Landcare community in NSW to all levels of government to affirm and promote the important role of community-based groups in sustainable natural resource management, planning and governance; and
- (vi) Establishing and maintain a public fund to be called the Landcare NSW Fund for the specific purpose of supporting the environmental objects/purposes of the association; and
- (vii) Doing such other things as are incidental or conducive to the attainment of the objects.

Part 3 - Membership

5. Membership generally

(1) A person is eligible to be a member of the association if:

- (a) the person is a natural person;
- (b) the person is a body corporate incorporated under the laws of Australia; or
- (c) the person is an organisation; or government agency or department, that has been recognised by the committee from time to time as being an organisation capable of forming legal relations,

and, the person has applied and been approved for membership of the association in accordance with clause 6.

5A. Membership categories, qualifications and benefits

- (1) Membership of the association is divided into the following categories:
 - a. Landcare Group Member;
 - b. Associate Member;
 - c. Individual Member;
 - d. Endorsed Individual Member; and
 - e. Honorary Life Member,

and the committee may from time to time determine eligibility criteria for each membership category (except for Honorary Life Members) by publishing a membership policy at least 21 days prior to the next financial year and to take effect in that financial year.

- (2) The members will be entitled to attend meetings of the association, and all other rights and benefits (including voting rights) attaching to each membership category are set out in Schedule 1 of this Constitution.
- (3) Where a member is a Group Body, its Nominated Representative shall be solely responsible for exercising all rights and benefits afforded to that Group Body on its behalf (including any voting rights at a meeting of the association).
- (4) The Committee may, from time to time, establish additional categories of membership and may prescribe the qualifications, rights and benefits of persons admitted to membership in, or transferred into, such categories of membership. Such additional membership categories are deemed to be entitled to attend and vote at meetings of the association.
- (5) The rights, restrictions or obligations of members or any category of members may only be varied by way of special resolution of the members.
- (6) If a new category of membership is established that has the same rights, restrictions or obligations as an existing category of membership, the establishment of that new category of membership is not treated as a variation of the rights attaching to that category.

6. Application for membership

- (1) Except for membership as an Honorary Life Member, an application for membership of the association must be made in writing and in the form prescribed by the committee from time to time, and lodged (including by electronic means if the committee so determines) with the Secretary of the association
- (2) An application for membership must:
 - (a) indicate the category of membership being applied for by the person, and if requested, provide any relevant evidence in support of the person being eligible for the membership category applied for;
 - (b) Provide all relevant details required by the committee; and

- (c) Where a person is applying for membership as a Group Body, such application must nominate and identify a natural person to be the Nominated Representative of that Group Body.
- (3) As soon as practicable after receiving an application for membership, the Committee must review the application to determine whether to approve or to reject the application. The Committee may delegate this function to a Delegate.
- (4) As soon as practicable after the Committee or its Delegate makes that determination, the Secretary or Delegate must:
 - (a) notify the applicant, in writing, that the application for membership has been approved or rejected (whichever is applicable), and
 - (b) if the application was approved, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (5) The Secretary or Delegate, on payment by the applicant of the amounts referred to in subclause (4) (b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

6A. Notification by members

- (1) Each member must promptly notify the Secretary or Delegate in writing of any change in their qualification to be a member of the association.
- (2) Where a member is a Group Body, must promptly notify the CEO in writing signed by an authorised officer or delegate, of any change of its Nominated Representative.
- (3) A person nominated as a Nominated Representative of a Group Body must consent to the nomination in writing.
- (4) If:
 - (a) a member has failed to notify the association of their change in postal address to be shown on the register of members;
 - (b) correspondence sent by the association to the member is returned to the association; and
 - (c) the association has not been contacted by the member within 60 days of the date on which the correspondence was returned to the association;then the member ceases to be a member and member's name must be removed from the register of members.

6AB Honorary Life Members, eligibility and nomination

Eligibility

- (1) A person nominated for - Honorary Life Membership must:
 - a. Be of good standing and repute;
 - b. Have made a significant contribution to the Landcare movement in NSW;
 - c. Have no unpaid membership fees, or other amounts owing to the association; and
 - d. Be nominated by another member of the association (**Nominating Member**), and

to avoid any doubt, a person may not nominate themselves for status as an Honorary Life Member.

Nomination

- (2) A Nominating Member must:
 - a. Complete a nomination form prescribed by the Committee;
 - b. Provide the nomination form to the Secretary along with all relevant details that the Committee requires to identify and consider the person who is being nominated for membership as an Honorary Life Member (**Nominee**)
 - c. Obtain the written consent of the Nominee to the nomination prior to its submission to the committee

Consideration of Nominees

- (3) Upon receipt of a Nomination, the Committee may obtain the opinion of the Council on the Nominee.
- (4) The Committee will be responsible for considering and determining all Nominations in its absolute discretion.
- (5) Where the Committee determines that a Nominee should be granted membership as an Honorary Life Member, the Secretary (or such other delegate of the Committee) shall notify the Nominee and the Nominating Member and enter the Nominee's name and membership status on the register of members.
- (6) At any point during the Nomination process, if the Committee becomes aware that some or all of the information provided by the Nominating Member or Nominee is inaccurate, the Committee may suspend the process, or rescind any grant of membership as an Honorary Life Member (including after the conclusion of the Nomination process is completed).

Membership duration

- (7) Subject to clause 6AB(8), an Honorary Life Member's membership shall last indefinitely unless or until a condition in clause 6AB(6), or clause 7 is satisfied that would rescind or terminate the person's status as a member..
- (8) Where a Honorary Life Member brings the association into disrepute or has otherwise caused a serious breach of one or more of the association's rules or policies, the Committee may, in its absolute discretion and by way of a special resolution at a Committee meeting, immediately rescind that member's membership as an Honorary Life Member. This clause is not subject to the provisions contained clauses 13, 14 and 15 of this constitution.

Voting Rights

- (9) Subject to clause 6AB(8), an Honorary Life Member's voting rights are granted for a fixed period of 10 years, re-endorsed annually at the Annual General Meeting, following the acceptance of Honorary Life Membership.

7. Cessation of membership

- (1) A member who is an individual ceases to be a member:
 - (a) on the death of the member; or
 - (b) on resignation of the member; or
 - (c) if the member is expelled, or

- (d) in the case of an Endorsed Individual Member upon expiration of their endorsement.
- (2) A member who is a Group Body ceases to be a member:
- (a) if it is wound up or is otherwise dissolved or deregistered;
 - (b) on appointment of a liquidator, manager or receiver; or
 - (c) on resignation of the member; or
 - (d) if the member is expelled.

8. Membership entitlements not transferable

A right, privilege or obligation which a person/body corporate has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person/or body corporate, and
- (b) terminates on cessation of the person's/body corporate membership.

9. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

10. Register of members

- (1) The Secretary must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person or body corporate who is a member of the association together with the date on which the person/ body corporate became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

11. Fees and subscriptions

- (1) A member of the association must pay to the association an annual membership fee as set by the committee:
- (a) except as provided by paragraph (b), before the first day of the financial year of the association in each calendar year, or
 - (b) if the member becomes a member on or after the first day of the financial year of the association in any calendar year—on becoming a member and before the first day of the financial year of the association in each succeeding calendar year.
- (2) The committee must review the membership fee at least annually and any changes must be approved by a simple majority of members at a general meeting.
- (3) If:
- (a) the annual subscription of a member remains unpaid for 2 months after it becomes payable; and
 - (b) a notice of default is given to the member following a resolution of the committee to do this;
- the member ceases to be entitled to any of the rights or privileges of membership but these may be reinstated on payment of all arrears if the committee see fit.
- (5) If a member has not paid all arrears of annual subscription pursuant to this rule 11 or, if paid, the member's rights and privileges are not reinstated:
- (a) the member remains liable for all the obligations and liabilities of membership until the expiration of 6 months after the date of notification under rule 11(3)(b); and
 - (b) the member ceases to be a member and member's name must be removed from the register of members at the expiration of the 6 month period.

12. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to:

- (1) the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11; or
- (2) where the member has not been required to pay any membership fees under clause 11 by virtue of their membership category, \$1 in total.

13. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

14. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 15.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 15, whichever is the later.

15. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 14(4) within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 4 – The State Council

16. Membership of the State Council

- (1) Membership of the State Council is derived from the Endorsed Individual Members of the association and is based on skills, and/or representation from each region around the State.
- (2) Each member of the Council is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's appointment but is eligible for re-endorsement as a member of the Council.

17. Powers of the State Council

The role of the State Council is to provide information, guidance and advice and is responsible for approving the strategic direction of the organisation.

18. Meetings of the State Council

- (1) The State Council must meet at least 3 times in each period of 12 months at such place and time as the Council may determine.
- (2) Additional meetings of the State Council may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the State Council must be given by the Secretary to each member of the Council at least 48 hours (or such other period as may be unanimously agreed on by the members of the Council) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Council members present at the meeting unanimously agree to treat as urgent business.
- (5) Any six (6) members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (6) No business is to be transacted by the Council unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the State Council:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Council as may be chosen by the members present at the meeting is to preside.

19. Voting and decisions at Council Meetings

- (1) Questions arising at a meeting of the Council are to be determined by a majority of the votes of members of the Council at the meeting.

- (2) Each member present at a meeting of the Council (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 23 (5), the Council may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Council.

20. Use of technology at Council Meetings

- (1) A Council meeting may be held at 2 or more venues using any technology approved by the Council that gives each of the Council members a reasonable opportunity to participate.
- (2) A Council member who participates in a meeting using that technology is taken to be present at the meeting and, if the Council member votes at the meeting, is taken to have voted in person.

Part 5 - The committee

21. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

22. Composition and membership of committee

- (1) The committee is to be drawn from the Endorsed Individual Members of the association.
- (2) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) ordinary committee members,and each of whom is to be elected at the annual general meeting of the association under clause 23.
- (3) The minimum number of committee members is to be 8.
- (4) The office-bearers of the association are as follows:
 - (a) the president,
 - (b) the vice-president,
 - (c) the treasurer, and
 - (d) the Secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).

- (5) A committee member may serve for 3 consecutive terms after which may only be re-elected by $\frac{3}{4}$ of the members at the annual general meeting voting in favour of the committee members appointment.
- (6) Each member of the committee is, subject to this constitution, to hold office until immediately before the election of committee members at the annual general meeting following the date of the member's election, but is eligible for re-election.

23. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the association or as committee members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the committee, of the association must be a member of the association.

24. Secretary

- (1) The Secretary of the association must, as soon as practicable after being appointed as Secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the committee, and Council and
 - (b) the names of members of the committee present at a committee meeting, Council meeting or a general meeting, and
 - (c) all proceedings at committee meetings Council meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

25. Treasurer

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

26. Casual vacancies of the Committee (appointment of committee members between annual general meetings)

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Council to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 27 or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) becomes disqualified from being a director of a association under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth or a responsible entity under the *Australian Charities and Not for profits Commission Act 2012* or any order made under the *Corporations Act* or *Australian Charities and Not for profits Commission Act* .

27. Removal of committee members

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another member of the Council to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled

to require that the representations be read out at the meeting at which the resolution is considered.

28. Committee meetings and quorum

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum for the transaction of the business of a meeting of the committee is a majority of the number of committee members entitled to vote plus one. The quorum must be present at all times during the meeting.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

29. Appointment of Council members as committee members to constitute quorum

- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Council as committee members to enable the quorum to be constituted.
- (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 26 applies.

30. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
 - (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
 - (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
 - (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
 - (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
 - (7) A sub-committee may meet and adjourn as it thinks proper.

31. Delegation by Committee to the Executive Officer

- (1) The committee may, by instrument in writing, delegate to the Executive Officer the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to the Executive Officer under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Executive Officer in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by an Executive Officer acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

32. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each committee member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to clause 28 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

32A. Written resolutions

- (1) If all the committee members entitled to receive notice of a meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a resolution in those terms is passed at the time when the last committee member signs.
- (2) For the purpose of rule 32A:
 - (a) two or more separate documents in identical terms, each of which is signed by one or more committee members, are treated as one document; and
 - (b) an electronic message containing the text of the document expressed to have been signed by a committee member that is sent to the association is a document signed by that committee member at the time of its receipt by the association.

33. Use of technology at meetings

- (1) A committee or subcommittee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee or subcommittee members a reasonable opportunity to participate.
- (2) A committee or subcommittee member who participates in a meeting using that technology is taken to be present at the meeting and, if the committee or subcommittee member votes at the meeting, is taken to have voted in person.

Part 6 - General meetings

34. Annual general meetings - holding of

- (1) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed or prescribed under section 37(2) of the Associations Incorporation Act 2009.

35. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Associations Incorporation Act 2009 and to clause 34 to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,

- (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
 - (c) to elect office-bearers of the association and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Associations Incorporation Act 2009.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

36. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - (a) must be in writing; and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

37. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 35 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

38. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members (or their Nominated Representative, as the case may be) present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

39. Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

40. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

41. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands or, if the meeting is one to which rule 44 applies, any appropriate corresponding method that the committee may determine, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the committee under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

42. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

43. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only. If the member is a Group Body, then its Nominated Representative shall have that Group Body's vote.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

44. Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person

45. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

46. Postal or electronic ballots

- (1) The association may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 15).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 7 - Miscellaneous

47. Insurance

The association may effect and maintain insurance.

48. Funds - source

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

49. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

50. Association is non-profit

- (1) Subject to the Act and the Regulations, the income and property of the association shall be used and applied solely in promotion of its objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or by way of profit to members or committee members of the association.

51. Distribution of property on winding up of association

- (1) Subject to the Act, the Regulations and clause 61, in a winding up of the association or a cancellation of its registration, any surplus property of the association is to be transferred to another organisation with similar charitable objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

52. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

53. Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the Secretary.

54. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

55. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or

- (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

56. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Part 8 – ESTABLISHMENT OF PUBLIC FUND

57. Establishment of the Public Fund

To establish and maintain a public fund to be called the Landcare NSW Fund for the specific purpose of supporting the environmental objects/purposes of Landcare NSW Incorporated. The Fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Fund must not receive any other money or property into its account and it must comply with subdivision 30-E of the Income Tax Assessment Act 1997.

58. Requirements of the Public Fund

The association must inform the Department responsible for the environment as soon as possible if:

- (1) it changes its name or the name of its public fund; or
- (2) there is any change to the membership of the management committee of the public fund; or
- (3) there has been any departure from the model rules for public funds located in the Guidelines to the Register of Environmental Organisations.

59. Ministerial Rules

The association agrees to comply with any rules that the Treasurer and the Minister with responsibility for the environment may make to ensure that gifts made to the fund are only used for its principal purpose.

60. Conduit Policy

Any allocation of funds or property to other persons or organisations will be made in accordance with the established purposes of the association and not be influenced by the preference of the donor.

61. Winding Up

In case of the winding-up of the Fund or the revocation of its endorsement as a deductible gift recipient, any surplus assets are to be transferred to another fund with similar objectives that is on the Register of Environmental Organisations and is a deductible gift recipient.

62. Statistical Information

- (1) Statistical information requested by the Department on donations to the Public Fund will be provided within four months of the end of the financial year.
- (2) An audited financial statement for the association and its Public Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Public Fund monies and the management of Public Fund assets.

PART 9 - MANAGEMENT OF PUBLIC FUND

63. Management of the Public Fund

- (1) The objective of the fund is to support the association's environmental purposes.
- (2) Members of the public are invited to make gifts of money or property to the fund for the environmental purposes of the association.
- (3) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the fund.
- (4) A separate bank account is to be opened to deposit money donated to the fund, including interest accruing thereon, and gifts to it are to be kept separate from other funds of the association.
- (5) Receipts are to be issued in the name of the fund and proper accounting records and procedures are to be kept and used for the fund.
- (6) The fund will be operated on a not-for-profit basis.
- (7) A committee of management of no fewer than three persons will administer the fund. The committee will be appointed by the association. A majority of the members of the committee are required to be 'responsible persons' as defined by the Guidelines to the Register of Environmental Organisations.

SCHEDULE 1

1. Membership rights and benefits

Members are entitled to the following rights set out below based on their category of membership:

	Landcare Group Members	Endorsed Individual Members	Honorary Life Members	Associate Members	Individual Members
Voting Rights	Yes	Yes	Yes	No	No

1.1. Landcare Group Members:

- 1.1.1. **Group (Landcare Body Corporate) Members** – these are incorporated local, district and regional Landcare groups, including, but not limited to, Landcare, Bushcare, Dunecare or Coastcare groups, producer groups, Aboriginal groups or similar organisations that engage in natural resource management activities similar to those carried out by Landcare groups, and that employ staff; and/or have income of or greater than \$25,000 per annum
- 1.1.2. **Small (Landcare Body Corporate) Members** – these are incorporated small local groups, including, but not limited to, Landcare, Bushcare, Dunecare or Coastcare groups, producer groups, Aboriginal groups or similar organisations that engage in natural resource management activities similar to those carried out by Landcare groups, and that do not employ staff; and have income less than \$25,000 per annum (averaging over the preceding 3 years).
- 1.1.3. **Unincorporated Landcare Groups** - are small local groups, including, but not limited to, Landcare, Bushcare, Dunecare or Coastcare groups, producer groups, Aboriginal groups or similar organisations that engage in natural resource management activities similar to those carried out by Landcare groups, and that are not incorporated or a company limited by guarantee.

1.2. Endorsed Individual Members:

Represent the peak Landcare representative or decision making body in their region, and who have formal written endorsement from the peak Landcare representative or decision-making body in their region. These members are automatically members of the Council of the Association. There can be one endorsed representative from each regional peak body but alternates can be offered. Where an organisation seeks to endorse more than one person as a representative, they must make a written application to the Council of the Association stating the reason for the request.

Where more than one peak or representative body emanates from the same region, district or area and seeks membership of the Council, each peak or representative body must make a written application for committee membership to the Council of the association, stating the reason for the request. These applications will indicate:

- i. Area represented
- ii. Organisation(s) represented
- iii. Unique community, organisational or environmental issues the body represents.

Are individuals with specified skill sets invited by the Council to be members of the Association, and these invited members may be endorsed by the Council of the Association to be members of the Council , to provide specific skills sets to the Council.

Written endorsement of these individual members will remain valid until the end of the AGM, or for a period of 12 months. Existing members of the Council may be re-endorsed.

1.3. Associate Members:

Associate Members are commercial entities or organisations such as Local Councils, industry peak bodies, agencies and NGOs for whom alignment and collaboration with Landcare NSW in promoting natural resource management and or ecologically sustainable development and practise is a core purpose and/ or a key focus for their operation and wider corporate sustainability goals.

1.4. Individual Members:

Individual Member is a natural person who wishes to support Landcare NSW in promoting natural resource management and ecologically sustainable development on an individual basis.